

P990000101190

LAW OFFICES OF
ROBERT G. HARRIS

HARRIS COURT
530 SOUTH FEDERAL HIGHWAY
DEERFIELD BEACH, FLORIDA 33441
TELEPHONE: (954) 725-7688
FACSIMILE: (954) 725-7687

ROBERT G. HARRIS
ALSO A MEMBER OF OHIO BAR

BOCA RATON: (561) 487-5801
FACSIMILE: (561) 488-2705

BOCA RATON
P.O. Box 273322
BOCA RATON, FLORIDA 33427

November 15, 1999

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

300003045773--0
-11/16/99--01064--010
****122.50 ****78.75

Re: **Articles of Incorporation**
Newlink Technologies, Inc.

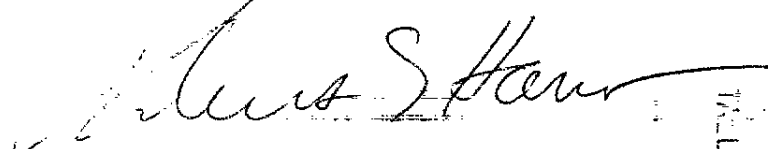
Dear Sirs:

Enclosed please find the original and one copy of the Articles of Incorporation of Newlink Technologies, Inc., to be filed, along with my check in the sum of \$122.50 for filing fees.

Please send me a certified copy of the Articles in the enclosed, self-addressed envelope.

If you have any questions please do not hesitate to contact the undersigned.

Sincerely,



ROBERT G. HARRIS

RGH/gmd
Enclosure

99 NOV 15 PM 12:06
TALLAHASSEE, FLORIDA

gk 11/18

ARTICLES OF INCORPORATION

OF

NEWLINK TECHNOLOGIES, INC.

ARTICLE I

NAME OF CORPORATION AND CORPORATE ADDRESS

The name of this corporation is: NEWLINK TECHNOLOGIES, INC., and the corporate address is: 4631 N.W. 2nd Avenue, Suite 702, Boca Raton, Florida 33431.

**ARTICLE II
DURATION**

This corporation has perpetual existence unless otherwise specified in these Articles of Incorporation.

**ARTICLE III
PURPOSES**

This corporation is organized for the purpose of transacting any and all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

**ARTICLE IV
CAPITAL STOCK**

This corporation is authorized to issue 10,000 authorized shares of common stock with no par value.

**ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT**

The initial registered office of the corporation is: 4631 N.W. 2nd Avenue, Suite 702, Boca Raton, Florida 33431, and the Registered Agent at that address is: ADRIAN PESCHL.

**ARTICLE VI
INITIAL BOARD OF DIRECTORS**

This corporation shall have one Director initially. The number of Directors may be increased from time to time by the By-Laws but shall never be less than one (1) nor more than seven (7). The name(s) and address(es) of the initial Director(s) of this corporation is/are:

LILY LEE
Director/President

Address:
4631 N.W. 2nd Avenue, #702
Boca Raton, Florida 33431

RECEIVED
95 NOV 16 PM 12:06
TALLAHASSEE, FLORIDA

**ARTICLE VII
INCORPORATION**

The name and address of the person signing these Articles of Incorporation is: **ADRIAN PESCHL**
4631 N.W. 2nd Avenue, Suite 702
Boca Raton, Florida 33431

**ARTICLE VIII
BY-LAWS**

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and shareholders.

**ARTICLE IX
SPECIAL PROVISION**

It is the intent of the Incorporator that the corporation will qualify under Section 1244 of the Internal Revenue Code.

**ARTICLE X
APPROVAL OF SHAREHOLDERS FOR MERGER**

The approval of the shareholders of this corporation to any plan or merger shall be required in every case, whether or not such approval is required by law.

**ARTICLE XI
MEETINGS OF CONFERENCE**

Members of the Board of Directors may participate in special meetings by conference telephone, as provided by law, but regular meetings of the Board of Directors must be attended in fact, in person, by each Director.

**ARTICLE XII
AMENDMENT**

This corporation reserves the right to amend or repeal any provisions obtained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

**ARTICLE XIII
INDEMNIFICATION**

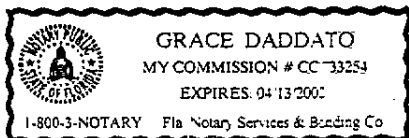
This corporation shall indemnify any officer or Director, or any former officer or Director, to the full extent permitted by law.

IN WITNESS WHEREOF the undersigned incorporator has executed these Articles of Incorporation this 15 day of November, 1999.


ADRIAN PESCHL
Incorporator

STATE OF FLORIDA)
) ss
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this 15 day of November, 1999, by **ADRIAN PESCHL**, who is personally known to me ~~or who has provided~~ as identification and who did (did not) take an oath.




NOTARY PUBLIC/STATE OF FLORIDA

My Commission Expires:

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above stated corporation at the place designated in the foregoing Articles of Incorporation, I hereby agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


ADRIAN PESCHL

Address:

4631 N.W. 2nd Avenue
Suite 702
Boca Raton, Florida 33431

TALLAHASSEE, FLORIDA

99 NOV 16 PM 12:07